



PRIME FOCUS

L I M I T E D

July 26, 2025

To,
National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.: 22723121/2037/2039

Ref: Scrip Code: BSE – 532748 / NSE – PFOCUS

Dear Sir/Madam,

Sub: Outcome/Proceedings of the Extra-Ordinary General Meeting (“EOGM”) of the Members of Prime Focus Limited (“the Company”) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 of SEBI Listing Regulations read with Para A of Part A in Schedule III of SEBI Listing Regulations, we have enclosed a copy of the Proceedings of the EOGM of the Members of the Company duly convened on **Saturday, July 26, 2025 at 11.30 A.M. (IST)** through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further, please note that all the resolutions at the EOGM were passed with requisite majority.

The Meeting was commenced at 11:30 a.m. and was concluded at 11:59 a.m.

Request you to take the above on your record.

Thanking you,

**Yours faithfully,
For Prime Focus Limited**

Parina Shah
Company Secretary & Compliance Officer
Encl.: As above



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SUMMARY OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (“EOGM”) OF THE MEMBERS OF PRIME FOCUS LIMITED (“THE COMPANY”) HELD ON SATURDAY, JULY 26, 2025

The Extra-Ordinary General Meeting (“EOGM”) of the Members of the Company was duly held on Saturday, July 26, 2025 at 11:30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the provisions of the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), from time to time, to transact the business as stated in the Notice dated July 03, 2025 convening the EOGM (as supplemented by the corrigendum dated July 21, 2025).

Mrs. Parina Shah, Company Secretary and Compliance Officer attended the meeting from Mumbai, extended warm welcome to the Members present at the EOGM of the Company. She then, provided general instructions to the members regarding participation in the meeting which inter alia, included the following points:-

- It was informed that the Notice of the EOGM and a Corrigendum thereto was sent electronically to those Members whose Email IDs were registered with the Company or Registrar and Share Transfer Agent or Depository Participants.
- The Company had taken all feasible efforts to enable members to participate through video conference and vote at the EOGM.
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the EOGM of the Company (as supplemented by the corrigendum dated July 21, 2025) and the remote e-voting period commenced on Wednesday, July 23, 2025 at 9:00 a.m. (IST) and ended on Friday, July 25, 2025 at 5:00 p.m. (IST).
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes electronically at the time of EOGM through the e-voting platform provided by Central Depository Services (India) Limited (“CDSL”).
- The Company had appointed Mr. Mehul Raval, Company Secretary in Practice, (Membership No. - ACS-18300, CP No. - 24170) as the Scrutinizer for independently conducting and overseeing the remote e-voting process and voting at the time of EOGM in a fair and transparent manner.
- The registers and documents, as statutorily required, were available for inspection during the Meeting through electronic mode.
- It was noted that Mr. Naresh Malhotra, Chairman & Whole-time Director, Mr. Devarajan Samu, Independent Director, Mr. Namit Malhotra, Non-Executive Director,



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Mr. Nishant Fadia, Chief Financial Officer were present at the Meeting. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.

Thereafter, Mrs. Parina Shah handed over the proceedings to Mr. Naresh Malhotra, Chairman of the Company. The Chairman extended a warm welcome to the Members, Board of Directors, representatives of the Body Corporates and all other present in the Meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Directors and Key Managerial Personnel(s) who joined the meeting through video conferencing from their respective locations introduced themselves to the Members.

The Chairman informed that the EOGM was conducted through VC/OAVM in compliance with the relevant circulars issued by MCA and SEBI and with the consent of the members, the Notice convening the Meeting and the Corrigendum thereto was taken as read.

The Chairman then authorized the Company Secretary to receive combined voting results from the Scrutinizer and submit the same to the stock exchanges.

The EOGM had been convened to seek approval of the Members for Special Business items as detailed in the Notice of the EOGM (as supplemented by the corrigendum dated July 21, 2025) and the Members of the Company were briefed about the following resolutions:

Special Business:

1. Issue of Equity Shares on Preferential Basis for cash as well as for consideration other than cash (swap of securities). (*Special Resolution*)
2. Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association. (*Special Resolution*)
3. Approval for material related party transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company. (*Ordinary Resolution*)
4. Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013. (*Special Resolution*)

Some of the Members who have registered themselves as speaker shareholders were attending the meeting through video conferencing means, commented, expressed their views and enquired on various matters, which were duly replied by Mr. Nishant Fadia, Chief Financial Officer of the Company.

The Company Secretary, thereafter, thanked all the Members and Directors of the Company for their participation at the EOGM.



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Further, she informed the Members that the e-voting results along with the Consolidated Scrutinizer report on total votes cast in “favour” or “against” shall be submitted by the scrutinizer within the stipulated time on the conclusion of the EOGM as specified under the applicable laws and the same shall be forthwith declared by the Company by publishing on its website, and on the website of CDSL and by notifying to the Stock Exchanges where the shares of the Company are listed.

The Company Secretary informed the Members that e-voting facility would be open till 15 minutes after the closure of the meeting for the Members who attended the Meeting but had not voted earlier and then declared the meeting closed at 11:59 a.m.

For Prime Focus Limited

Parina Shah

Company Secretary & Compliance Officer